

S21049

FILED

01 DEC 31 PM 4:38



ACCOUNT NO. : 072100000032

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 552309 4305032

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : December 27, 2001

ORDER TIME : 10:22 AM

ORDER NO. : 552309-005

CUSTOMER NO: 4305032

CUSTOMER: Harry Castleman, Esq  
Gaffin & Krattenmaker, P.c.  
2400 Prudential Tower  
800 Boylston Street  
Boston, MA 02199

200004742612--5

ARTICLES OF MERGER

BRANTWOOD CORPORATION

INTO

BRANTWOOD 58 INC..

EFFECTIVE DATE 12/31/2001

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133

EXAMINER'S INITIALS: \_\_\_\_\_

82-11-11 82-223-10  
CERTIFIED  
11-23



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 28, 2001

CSC

TALLAHASSEE, FL

SUBJECT: THE BRANTWOOD CORPORATION  
Ref. Number: M28630

RECEIVED  
01 DEC 31 PM 3:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

We have received your document for THE BRANTWOOD CORPORATION. However, the document has not been filed and is being returned for the following:

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1996 annual report/uniform business report. The entity must be reinstated before this document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Doug Spittler  
Document Specialist

Letter Number: 701A00067453

RECEIVED  
01 DEC 31 PM 12:11  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE BRANTWOOD CORPORATION, a Florida corporation, M28630

INTO

**BRANTWOOD 58, INC.**, a Florida entity, S21049

File date: December 31, 2001

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 78.75

**ARTICLES OF MERGER**  
**OF**  
**THE BRANTWOOD CORPORATION**  
**AND**  
**BRANTWOOD 58 INC.**

**FILED**  
01 DEC 31 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

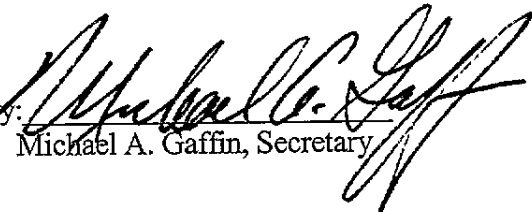
1. Annexed hereto and made a part hereof is the Plan of Merger for merging The Brantwood Corporation ("TBC") with and into Brantwood 58 Inc. ("BI"), as approved and adopted by the written consent of the shareholders of TBC entitled to vote thereon given on December 26, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by the written consent of the shareholders of BI entitled to vote thereon given on December 26, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

2. BI will continue its existence as the surviving corporation under its present name, pursuant to the provisions of the Florida Business Corporation Act.

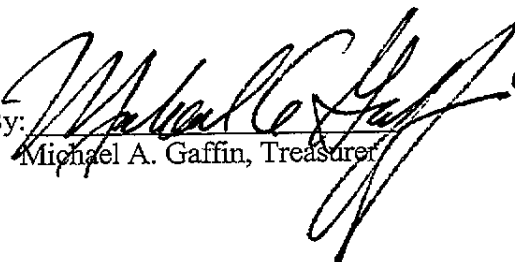
3. The effective time and date of the merger herein provided for shall be 6:00 p.m. on December 31, 2001.

Executed on December 27, 2001.

THE BRANTWOOD CORPORATION

By:   
Michael A. Gaffin, Secretary

BRANTWOOD 58 INC.

By:   
Michael A. Gaffin, Treasurer

## PLAN OF MERGER

PLAN OF MERGER adopted for THE BRANTWOOD CORPORATION, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 26, 2001, and adopted for BRANTWOOD 58 INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 26, 2001. The names of the corporations planning to merge are THE BRANTWOOD CORPORATION, a business corporation organized under the laws of the State of Florida ("TBC"), and BRANTWOOD 58 INC., a business corporation organized under the laws of the State of Florida ("BI"). The name of the surviving corporation into which The Brantwood Corporation plans to merge is Brantwood 58 Inc.

1. TBC and BI shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, BI, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of TBC, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. From and after the effective time and date of the merger, all of the estate, property, rights, privileges, powers and franchises of the non-surviving corporation shall become vested in and be held by the surviving corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the non-surviving corporation, and the surviving corporation shall assume all of the obligations of the non-surviving corporation.
3. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
5. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
6. Upon the effective time and date of the merger, each issued and outstanding share of the non-surviving corporation shall not be converted into any shares of the surviving corporation and shall not be exchanged for any other stock, securities, cash, property or rights of any kind, but

shall be canceled. The issued and outstanding shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

8. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.